

**Exhibit A**



June 30, 2023

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94-1140085

Palo Alto, CA  
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Reston, VA  
Washington, DC  
Boston, MA  
Chicago, IL  
Shanghai, P. R. China  
Beijing, P. R. China  
Hong Kong  
Singapore  
London, United Kingdom  
Brussels, Belgium

**Invoice Number: 2677631**

**338278-201**

**Bankruptcy**

*For services rendered through May 31, 2023*

Fees .....	\$	750,438.50
Chargeable costs and disbursements .....	\$	380.43
<b>Total Due on Current Invoice (USD) .....</b>	<b>\$</b>	<b>750,818.93</b>

To protect against wire fraud attacks, wiring instructions will not be changed during this transaction.  
If you receive updated wire transfer instructions that do not agree to the information on this invoice,  
please contact a member of Accounting-Accounts Receivable.  
Cooley's public website includes firm office phone numbers.



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For services rendered through May 31, 2023 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
<b>ASSET DISPOSITION</b>			
05/01/23	Amanda L. Lindner	Revise bid procedures motion (2.1) revise bid procedures order (.9); correspondence with E. Lazerowitz re same (.1); corresponden with Potter and Province teams re same (.1)	3.20
05/01/23	Amanda L. Lindner	Discuss bid procedures motion and case strategy with E. Lazerowitz (.4)	0.40
05/01/23	Meredith R. Klionsky	Confer with A. Binstock and E. Lazerowitz re asset sale term sheet and purchase agreement	0.30
05/01/23	Aaron D. Binstock	Correspondence re status	0.20
05/01/23	Marquavious A. Strozier	Update punch list (.1); correspondence re transaction (.1)	0.20
05/02/23	Amanda L. Lindner	Review and revise bid pro motion and order based on 5/2 hearing (.5); correspondence with E. Lazerowitz re same (.2)	0.70
05/02/23	Meredith R. Klionsky	Review seller representations and warranties	0.40
05/02/23	Aaron D. Binstock	Review APA (.3); correspondence with team re same (.1)	0.40
05/02/23	Maya S. Rahwanji	Review term sheet (.5)	0.50
05/03/23	Michael Aaron Klein	Review assumption motion	0.30
05/03/23	Michael Aaron Klein	Review final sale motion papers	1.30
05/03/23	Paul J. Springer	Review lender diligence requests (.3); correspondence with lender counsel and internal team re same (.1); review bid pro motion (.3); correspondence with E. Lazerowitz, Potter, and Omni re service of same (.1); review draft R&Ws for APA (.2)	1.00
05/03/23	Aaron D. Binstock	Attention to schedules	0.20
05/03/23	Evan M. Lazerowitz	Draft bidding procedures motion	2.30
05/03/23	Evan M. Lazerowitz	Call with Potter and Province re DIP and bidding procedures	0.50
05/03/23	Maya S. Rahwanji	Review and revise disclosure schedule shell in connection with review draft reps and warranties (2.1)	2.10



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05/03/23	Marquavious A. Strozier	Update punch list	0.10
05/04/23	Michael Aaron Klein	Review materials and analyze open issues with Carnival dispute and its impact on sale process	1.40
05/04/23	Paul J. Springer	Correspondence with corporate team and E. Lazerowitz re APA timing and diligence	0.20
05/04/23	Meredith R. Klionsky	Review purchase agreement	0.40
05/04/23	Aaron D. Binstock	Correspondence re timing and status	0.20
05/04/23	Evan M. Lazerowitz	Review materials ISO sale outreach process	2.70
05/04/23	Maya S. Rahwanji	Correspond with Cooley and DeCurtis re: diligence and purchase agreement (.5)	0.50
05/04/23	Marquavious A. Strozier	Review diligence request lists (1.0); coordinate data room (.7)	1.70
05/05/23	Bryan Y. Liu	Review asset purchase agreement	1.80
05/05/23	Jason M. Savich	Review draft purchase agreement and update debt related items	4.00
05/05/23	Xueqing Li	Review asset purchase agreement and correspond with internal team iso same	3.20
05/05/23	Michael Aaron Klein	Review and comment on latest iterations of APA	1.20
05/05/23	Paul J. Springer	Review stalking horse APA and comments to same (1.0); correspondence with internal team re revisions to same (.3); review DD trackers (.1)	1.40
05/05/23	Meredith R. Klionsky	Review and revise purchase agreement (4.6); attend call re legal diligence (2.0)	6.60
05/05/23	Aaron D. Binstock	Review APA (.7); coordinate with team re same (.2)	0.90
05/05/23	Evan M. Lazerowitz	Research ISO bidding procedures and sale	2.50
05/05/23	Evan M. Lazerowitz	Revise stalking horse APA re BK issues	1.40
05/05/23	Evan M. Lazerowitz	Call with Proskauer and Cooley M&A team re: diligence	2.00
05/05/23	Evan M. Lazerowitz	Call with Cooley M&A team re: diligence	0.60
05/05/23	Maya S. Rahwanji	Attend legal diligence call (2.0); review and revise APA (1.7); review and revise issues list	6.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		(1.8); call with Cooley team (.5)	
05/05/23	Cullen D. Speckhart	Review emails and information re status of APA, discuss same with internal team and client	1.40
05/05/23	Marquavious A. Strozier	Attend legal diligence call (.5); attend lawyers call re purchase agreement (1.0); coordinate data room with internal team (1.2); review purchase agreement (1.9); correspondence re same (.6)	5.20
05/06/23	Aaron D. Binstock	Review and edit APA and correspondence and calls with team re same	1.50
05/06/23	Michael Aaron Klein	Numerous emails re: APA discussions	1.40
05/06/23	Paul J. Springer	Review mark up of APA (.3); correspondence with lender's counsel and internal team re same (.2)	0.50
05/06/23	Meredith R. Klionsky	Review and revise purchase agreement	1.60
05/06/23	Maya S. Rahwanji	Review and revise APA (2.9); call with Proskauer re: APA (.4)	3.30
05/06/23	Marquavious A. Strozier	Review diligence request list (.2); correspondence re purchase agreement with internal team re same (.4)	0.60
05/07/23	Aaron D. Binstock	Review correspondence re APA issues with internal team (.1); conference calls with restructuring counsel and client re same (2.2); call with Purchaser's counsel re APA issues (1.0); review revised draft of APA and call with client re same (1.2)	4.50
05/07/23	Bryan Y. Liu	Review revised asset purchase agreement	0.30
05/07/23	Jason M. Savich	Review updated purchase agreement draft and provide comments re the same	1.20
05/07/23	Michael Aaron Klein	Review numerous iterations of APA (2.1); calls and emails re: same with internal Cooley team (.9)	3.00
05/07/23	Paul J. Springer	Review revised APA (.3); review correspondence with internal team and Proskauer re same (.3)	0.60
05/07/23	Meredith R. Klionsky	Review and revise purchase agreement (1.9); attend call with Proskauer re purchase agreement (1.0); attend call with client re	4.40



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		purchase agreement (1.5)	
05/07/23	Evan M. Lazerowitz	Call with Cooley M&A team re: diligence	0.60
05/07/23	Evan M. Lazerowitz	Call with Invictus' counsel re: APA diligence (1.1); call with company re: same (1.3); call with Cooley M&A re: same (0.5)	2.90
05/07/23	Maya S. Rahwanji	Review and revise APA (2.5); calls with Cooley team re: APA (1.0); call with Proskauer re: APA (1.0); call with Company re: APA (.5)	5.00
05/07/23	Cullen D. Speckhart	Multiple calls and emails re current status of APA and outstanding issues related to same	5.50
05/07/23	Marquavious A. Strozier	Draft documents in support of asset purchase agreement signing (2.1); correspond with internal team in support of signing coordination (2.6)	4.70
05/08/23	Meredith R. Klionsky	Review disclosure schedule draft	0.60
05/08/23	Evan M. Lazerowitz	Revise confidential bidder presentation	0.60
05/08/23	Maya S. Rahwanji	Review and revise disclosure schedule shell (1.3)	1.30
05/08/23	Marquavious A. Strozier	Update punch lists (.3); update data room (.4); correspondence re same with internal team (.2)	0.90
05/09/23	Michael Aaron Klein	Confer with EL and review materials re: open sale issues	0.80
05/09/23	Maya S. Rahwanji	Review and revise disclosure schedule shell (.1)	0.10
05/09/23	Marquavious A. Strozier	Revise disclosure schedule shell; correspondence re diligence	0.50
05/10/23	Maya S. Rahwanji	Correspond with DeCurtis and Cooley re: disclosure schedule (.2)	0.20
05/10/23	Marquavious A. Strozier	Correspondence re data room	0.40
05/11/23	Paul J. Springer	Confer with E. Lazerowitz re research points (.4); correspondence with A. Lindner and E. Lazerowitz re same (.1)	0.50
05/11/23	Evan M. Lazerowitz	Review materials ISO sale process	1.70
05/11/23	Maya S. Rahwanji	Call with DeCurtis re: disclosure schedule (1.0) ; review and revise disclosure schedule shell (1.3)	2.30



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/11/23	Marquavious A. Strozier	Attend call re disclosure schedule (1.0); review diligence materials with internal Cooley team (.8)	1.80
05/14/23	Marquavious A. Strozier	Update punch list (.2); review diligence materials (.1); perform change of control analysis (.3)	0.60
05/15/23	Maya S. Rahwanji	Correspond with DeCurtis re: disclosure schedule (0.2)	0.20
05/15/23	Marquavious A. Strozier	Review diligence materials (.2); perform change of control analysis (.4); update punch lists (.1)	0.70
05/16/23	Paul J. Springer	Confer with E. Lazerowitz re reply for DIP and Bid Pro motions (.5); correspondence with J. Ledwidge re research for same (.1); review draft declaration from Province (.3); correspondence with Province re same (.1)	1.00
05/16/23	Evan M. Lazerowitz	Research ISO sale hearing	1.00
05/16/23	Evan M. Lazerowitz	Revise bidding procedures declaration	0.50
05/16/23	Marquavious A. Strozier	Review diligence materials (1.5); perform change of control analysis (.9)	2.40
05/17/23	Aaron D. Binstock	Review schedules (.1); review APA re same (.1); correspondence re timing of same with internal Cooley team (.1)	0.30
05/17/23	Paul J. Springer	Analyze Carnival objection to sale and dip motions (1.5); correspondence with E. Lazerowitz re reply to same (.5)	2.00
05/17/23	Cullen D. Speckhart	Analyze matters attendant to stay relief motion	1.20
05/17/23	Hitesh Patel	Assist case team with pending set-up of internal document review platform (.4); confer with internal team regarding potential data processing options (.2)	0.60
05/17/23	Evan M. Lazerowitz	Review and analyze Carnival bidding procedures objection and lift-stay motion	2.60
05/17/23	Evan M. Lazerowitz	Call with UST re: bidding procedures	0.60
05/17/23	Maya S. Rahwanji	Correspond with Cooley team and Company re: disclosure schedule (0.5)	0.50
05/17/23	Marquavious A. Strozier	Review diligence materials (.2); perform change of control analysis (.2);	0.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		correspondence re disclosure schedules with internal Cooley team (.3)	
05/18/23	Michael Aaron Klein	Sale update with Province and Board	0.60
05/18/23	Evan M. Lazerowitz	Draft bidding procedures reply and declaration	4.50
05/18/23	Evan M. Lazerowitz	Call with D.Mack and A.Howard re: sales process	0.70
05/18/23	Marquavious A. Strozier	Review diligence materials (.6); perform change of control analysis (.3); correspondence re disclosure schedule (.1); correspondence re schedule to purchase agreement (.3)	1.30
05/19/23	Amanda L. Lindner	Review case law in support of bid procedures motion (1.4); correspond with E. Lazerowitz re same (.2)	1.60
05/19/23	Aaron D. Binstock	Review disclosure schedules (.5); correspondence with team re same (.1)	0.60
05/19/23	Paul J. Springer	Review UST Bid Pro objection	0.10
05/19/23	Cullen D. Speckhart	Review and comment on draft reply and bidding procedures declaration (.8) review emails and information related to same (.5) discuss process with E. Lazerowitz (.5)	1.80
05/19/23	Evan M. Lazerowitz	Revise bidding procedures order	0.50
05/19/23	Evan M. Lazerowitz	Review APA schedules	1.20
05/19/23	Evan M. Lazerowitz	Research ISO bidding procedures reply	3.50
05/19/23	Marquavious A. Strozier	Draft disclosure schedule (3.2); draft schedules to purchase agreement (3.3); review diligence materials (.9); correspondence re same (.3)	7.70
05/20/23	Aaron D. Binstock	Review draft disclosure schedules and correspondence re same	1.00
05/20/23	Paul J. Springer	Revise DIP/Bid Pro reply and declaration (2.0); review additional comments to same (.2); revise motion to file late reply (.2)	2.40
05/20/23	Evan M. Lazerowitz	Revise bidding procedures reply	4.20
05/20/23	Denise Cahir	Cite-check and fact-check Atkinson declaration in further support of bidding procedures and DIP (0.8); communications	0.90





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		with E. Lazerowitz, P. Springer, S. Rabuck and A. Lindner re same (0.1)	
05/20/23	Denise Cahir	Cite-check and fact-check Debtors' reply in support of bidding procedures and DIP (5.1); communications with E. Lazerowitz, P. Springer, S. Rabuck and A. Lindner re same (0.1)	5.20
05/20/23	Marquavious A. Strozier	Draft disclosure schedule (1.3); draft schedules to purchase agreement (.4); review diligence materials (.6); correspondence re same (.4)	2.70
05/21/23	Aaron D. Binstock	Review draft schedules to APA (.7); correspondence re same (.3)	1.00
05/21/23	Paul J. Springer	Correspondence with Potter re comments to dip/bid pro reply (.1); review revised dip/bid pro reply draft (.6)	0.70
05/21/23	Evan M. Lazerowitz	Finalize bidding procedures reply	4.00
05/22/23	Marquavious A. Strozier	Review diligence materials (1.1); review disclosure schedule (.5); revise purchase agreement schedules (.7); correspondence re same with internal team (.1)	2.40
05/22/23	Paul J. Springer	Correspondence with E. Lazerowitz and Potter team re filing bid pro/dip reply and declaration (.2); correspondence with E. Lazerowitz re exhibit/witness list for hearing re same (.1); confer with E. Lazerowitz re CNB liens (.2)	0.50
05/22/23	Evan M. Lazerowitz	Finalize bidding procedures reply	1.30
05/22/23	Aaron D. Binstock	Review disclosure schedules (.2); correspondence re status of same with internal Cooley team (.1)	0.30
05/23/23	Meredith R. Klionsky	Review and revise disclosure schedules	1.60
05/23/23	Marquavious A. Strozier	Review diligence materials (1.3); draft disclosure schedules (1.9); draft schedules to purchase agreement (2.2); correspondence re same with internal team (.4)	5.80
05/23/23	Paul J. Springer	Correspondence with E. Lazerowitz re assets to be sold i/c/w APA	0.20
05/23/23	Evan M. Lazerowitz	Correspond with Carnival re mediation	0.50



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05/24/23	Meredith R. Klionsky	Revise disclosure schedules	0.60
05/24/23	Evan M. Lazerowitz	Review stalking horse APA schedules	0.40
05/24/23	Aaron D. Binstock	Attention to disclosure schedules	0.50
05/24/23	Marquavious A. Strozier	Draft disclosure schedule (1.2); draft schedules to purchase agreement (.5); review diligence materials (.2); correspondence re same (with internal team (.2))	2.10
05/25/23	Aaron D. Binstock	Coordinate re local counsel in India	0.50
05/25/23	Marquavious A. Strozier	Correspondence re India counsel with internal Cooley team	0.30
05/26/23	Paul J. Springer	Correspondence with counsel to CNB and E. Lazerowitz re sale questions	0.20
05/26/23	Hitesh Patel	Evaluate status of document processing and review	0.80
05/26/23	Timothy Nguyen	Review records request in support of asset sale	0.40
05/28/23	Cullen D. Speckhart	Review draft opening offer from company to Carnival	0.80
05/29/23	Cullen D. Speckhart	Review and analysis of information and emails related to opposition to stay relief motion and declaration of Derek Fournier in support thereof	2.20
05/29/23	Paul J. Springer	Correspondence with CNB counsel re sale	0.10
05/30/23	Cullen D. Speckhart	Receipt and review of various updates related to financing (.4) review settlement term sheet (.8)	1.20
05/30/23	Aaron D. Binstock	Correspondence re Indian counsel engagement with external counsel	0.20
05/31/23	Hitesh Patel	Assist with processing of data and document review work flow	0.80
05/31/23	Aaron D. Binstock	Coordinate with local counsel in support of APA	0.20
05/31/23	Evan M. Lazerowitz	Finalize and send settlement offer to Carnival	0.50
05/31/23	Marquavious A. Strozier	Draft contract cure cost list	0.80
<b>Task Total:</b>			199.20 218,434.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
<b>CASE ADMINISTRATION</b>			
05/01/23	Cullen D. Speckhart	Multiple discussions with client and internal team re DIP proceedings and outstanding issues (3.2) analysis of several considerations related to carnival arguments and evidentiary matters related to first day matters (1.7)	4.90
05/01/23	Denise Cahir	Set up telephonic registrations for first day hearing for multiple attendees	0.60
05/01/23	Denise Cahir	Communications with E. Lazerowitz, A. Lindner and C. Vincent re parties-in-interest list	0.20
05/01/23	Denise Cahir	Communications with E. Lazerowitz re hearing agenda	0.10
05/01/23	Denise Cahir	Review and download all first day filings	0.60
05/01/23	Denise Cahir	Set up PacerPro alerts for team (0.1); communications with E. Lazerowitz re same (0.1)	0.20
05/01/23	Denise Cahir	Prepare and organize first day hearing binders (1.8); communications with C. Speckhart and E. Lazerowitz re same (0.1)	1.90
05/02/23	Denise Cahir	Draft initial critical dates memo (2.2); update calendar (0.5); communications with E. Lazerowitz re same (0.1)	2.80
05/02/23	Denise Cahir	Set up telephonic registrations for first day hearing for multiple attendees	0.30
05/03/23	Michael Aaron Klein	Review all as-entered first day orders (1.0); numerous confs with C. Speckhart and E. Lazerowitz re: next steps (2.2)	3.20
05/03/23	Paul J. Springer	Confer with E. Lazerowitz re outcome of first day hearing and go forward tasks	0.70
05/03/23	Denise Cahir	Review bidding procedures motion and calendar relevant dates	0.10
05/04/23	Denise Cahir	Calendar June 8, 2023 omnibus hearing	0.10
05/04/23	Denise Cahir	Update critical dates memo (0.3); communications with E. Lazerowitz re same (0.1)	0.40



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/04/23	Denise Cahir	Draft proposed sale timeline memo (0.2); communications with E. Lazerowitz re same (0.1)	0.30
05/05/23	Denise Cahir	Update critical dates memo	0.20
05/05/23	Denise Cahir	Review notice and calendar 341 meeting	0.10
05/08/23	Michael Aaron Klein	Numerous call and emails re: case strategy and next steps	1.30
05/08/23	Evan M. Lazerowitz	Review second day motions and revise same	0.60
05/08/23	Denise Cahir	Update critical dates memo	0.20
05/09/23	Denise Cahir	Review and analyze conflicts reports re parties-in-interest	4.90
05/09/23	Denise Cahir	Update critical dates memo	0.20
05/10/23	Michael Aaron Klein	Numerous confs with EL and CDS re: next steps and overall case strategy	1.40
05/10/23	Denise Cahir	Update critical dates memo	0.20
05/10/23	Denise Cahir	Review and analyze conflicts reports re parties-in-interest	3.40
05/11/23	Denise Cahir	Update critical dates memo	0.20
05/12/23	Denise Cahir	Review Groombridge Wu retention application and calendar relevant dates	0.10
05/12/23	Denise Cahir	Calendar discovery deadlines in connection with Carnival requests	0.20
05/12/23	Denise Cahir	Update critical dates memo	0.20
05/15/23	Paul J. Springer	Correspondence with Company, Province, and E. Lazerowitz re financial reporting matters	0.30
05/15/23	Cullen D. Speckhart	Prepare for and participate in meeting with client leadership team re bankruptcy case, administrative matters and next steps on various open work streams	3.20
05/15/23	Denise Cahir	Update critical dates memo	0.20
05/15/23	Denise Cahir	Calendar Corbin Capital's extended objection deadline in connection with DIP and bidding procedures motions	0.10
05/15/23	Denise Cahir	Calendar upcoming depositions (tentative)	0.10



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05/16/23	Denise Cahir	Update critical dates memo	0.20
05/16/23	Denise Cahir	Calendar US Trustee's extended objection deadline in connection with DIP and bidding procedures motions	0.10
05/17/23	Paul J. Springer	Correspondence with E. Lazerowitz and Potter team re final orders for second day motions	0.20
05/17/23	Cullen D. Speckhart	Review carnival objections to bidding procedures, rejection, and DIP (1.3) analyze issues to be resolved or disputed in advance of hearing and discuss same with internal team (2)	3.30
05/17/23	Denise Cahir	Update critical dates memo	0.20
05/17/23	Denise Cahir	Set up telephonic appearances for May 19, 2023 status conference	0.40
05/17/23	Denise Cahir	Calendar Corbin Capital's further extended objection deadline in connection with DIP and bidding procedures motions	0.10
05/18/23	Denise Cahir	Update critical dates memo	0.20
05/18/23	Denise Cahir	Review second day motions and calendar related deadlines	0.20
05/18/23	Denise Cahir	Circulate Invictus status letter to Judge Stickles	0.10
05/18/23	Denise Cahir	Circulate Carnival's status letter to Judge Stickles	0.10
05/18/23	Denise Cahir	Communications with E. Lazerowitz and B. Shrieves re non-redacted version of Pearce Declaration with voluminous exhibits (0.1); download and organize same (0.4)	0.50
05/18/23	Denise Cahir	Review Carnival's stay relief motion and calendar related deadlines	0.10
05/19/23	Denise Cahir	Communications with Q. Strozier re request for verbal good standings for debtor entities (0.2); communications United Corporate Services re same (0.1); communications with L. Huber (Potter) re request for lien searches (0.2); organize materials (0.1); communications with E. Lazerowitz re related tax issue (0.1)	0.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/19/23	Denise Cahir	Set up telephonic appearances for May 22, 2023 continued status conference	0.20
05/19/23	Denise Cahir	Update critical dates memo	0.20
05/21/23	Paul J. Springer	Review draft hearing agenda (.1); correspondence with Potter team re same (.1)	0.20
05/22/23	Amanda L. Lindner	Correspondence with internal cooley team in support of case management (1.2); call with S. Adelson re same (.2)	1.40
05/22/23	Denise Cahir	Communications with L. Huber re registration link for May 24, 2023 hearing	0.20
05/22/23	Denise Cahir	Update critical dates memo	0.20
05/23/23	Denise Cahir	Communications with L. Huber (Potter) re May 24, 2023 hearing registrations (0.1); update calendar invite for C. Speckhart re Zoom link (0.1)	0.20
05/24/23	Michael Aaron Klein	Numerous emails and calls re: DIP hearing and mediation and next steps	2.20
05/25/23	Michael Aaron Klein	Confer with team re: go-forward strategies and tomorrow's hearing	1.80
05/25/23	Cullen D. Speckhart	Initial call with judicial mediator and preparation of same	1.30
05/25/23	Denise Cahir	Update calendar entries re change in hearing time re DIP hearing/bidding procedures status conference on May 26, 2023	0.10
05/25/23	Denise Cahir	Communications with E. Lazerowitz re change in hearing time on May 26, 2023	0.10
05/26/23	Denise Cahir	Update calendar re change in date of June omnibus hearing	0.10
05/26/23	Denise Cahir	Review interim compensation procedures order and calendar related deadlines	0.20
05/26/23	Denise Cahir	Review schedules extension order and calendar deadline	0.10
05/27/23	Michael Aaron Klein	Numerous calls and emails re: next steps in light of DIP decision and pending mediation with internal Cooley team	0.50
05/30/23	Denise Cahir	Cite and fact check Debtor's objection to Carnival's stay relief motion (4.7); proofread	5.10



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/31/23	Michael Aaron Klein	accompanying declaration (0.4) Numerous calls, emails and meetings with internal team re: all open case issues	1.00
<b>Task Total:</b>			55.00 49,400.00

**CLAIMS**

05/10/23	Paul J. Springer	Confer with E. Lazerowitz re treatment of MSLP claims (.5); research re same (.8)	1.30
05/10/23	Evan M. Lazerowitz	Call with UST re: creditors (0.7); call with Potter re: same (0.5)	1.20
05/12/23	Jacquelyn M. Burke	Review products liability non-renewal issue	0.30
05/16/23	Jacquelyn M. Burke	Attention to non-renewal/extension/tail issue	0.40
05/17/23	Stephen R. Smith	Review and analyze various correspondence and issues re debtor with internal team (.8); internal discussions and analysis re discovery and responses with internal team (.4); confer with Invictus counsel (.7)	1.90
05/19/23	Stephen R. Smith	Prepare for and participate in status call (1.6); follow up issues with internal team from same (.9); brief review of underlying IP case relevant orders (.2)	2.70
05/23/23	Stephen R. Smith	Prepare for and participate in call with Invictus re discovery and strategy (.9); prepare for and participate in call with Carnival re discovery (.7); follow up re same (.6)	2.20
05/30/23	Evan M. Lazerowitz	Call with counsel to CNB re: claims	0.50
05/30/23	Paul J. Springer	Correspondence with Foley and E. Lazerowitz re CNB claims (.2); confer with M. Wolfson and J. Class re same (.4)	0.60
05/30/23	Stephen R. Smith	Prepare for and participate in meet and confer	1.00
05/31/23	Stephen R. Smith	Prepare for and participate in call with Invictus counsel re discovery strategy and plan	1.00
<b>Task Total:</b>			13.10 19,393.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
<b>EMPLOYEE BENEFITS/PENSIONS</b>				
05/03/23	Gerard D. O'Shea	Review and advise re employee matters (.4); correspond with internal team re same (.1)	0.50	
05/05/23	Gerard D. O'Shea	Review and advise re APA (1.6); correspond re same with internal Cooley team (.4)	2.00	
05/07/23	Gerard D. O'Shea	Review and advise re employee matters (1.2); correspond re same with internal team (.3)	1.50	
05/08/23	Stacey A. Bradford	Review notice from Ascensus regarding correction of late deferral contributions to 401(k) Plan (1.3); email comments regarding correction options to E. Lazerowitz and J. Carino (.3)	1.60	
<b>Task Total:</b>			5.60	7,256.00

**FEE/EMPLOYMENT APPLICATIONS**

05/01/23	Amanda L. Lindner	Correspondence with E. Lazerowitz re Cooley Retention Application (.2); correspondence with D. Cahir re same (.1); correspondence with E. Lazerowitz and Province re parties in interest list (.2); correspondence with conflicts re same (.2)	0.70	
05/01/23	Amanda L. Lindner	Correspondence with internal team in support of retention application	0.20	
05/02/23	Amanda L. Lindner	Correspondence with E. Lazerowitz and D. Cahir in support of debtors counsel retention application and 327(e) counsel (.6); correspondence with potter team re same (.1)	0.70	
05/04/23	Amanda L. Lindner	Correspondence with E. Lazerowitz re groombridge retention application and status of cooley retention application (.1) correspond with D. Cahir re cooley retention application (.2); correspondence with potter anderson re special counsel retention application (.2)	0.50	
05/05/23	Amanda L. Lindner	Correspondence with E. Lazerowitz re cooley retention application	0.20	
05/05/23	Evan M. Lazerowitz	Revise Groombridge Wu application and research ISO same	1.10	





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/06/23	Amanda L. Lindner	Review and draft cooley retention application (.4); correspondence with D. Cahir re same (.1)	0.50
05/06/23	Amanda L. Lindner	Special counsel retention application (2.1); proof same (1.1); correspondence with E. Lazerowitz re same (.1); review and revise edits of special counsel retention application (.2)	3.50
05/07/23	Amanda L. Lindner	Review and draft special counsel retention application (.3); correspondence with E. Lazerowitz re same (.2); review potter correspondence re same (.1)	0.60
05/08/23	Amanda L. Lindner	Correspond and review correspondence with D. Cahir re coordination in support of Cooley retention application (.5); correspond with billing re same (.2)	0.70
05/08/23	Evan M. Lazerowitz	Draft Groombridge Wu application (2.4); draft supporting declaration re same (.9)	3.30
05/09/23	Amanda L. Lindner	Correspondence with E. Lazerowitz and D. Cahir in support of debtors counsel retention application (.2)	0.20
05/09/23	Evan M. Lazerowitz	Revise Groombridge Wu application	0.70
05/10/23	Amanda L. Lindner	Correspondence D. Cahir in support of debtors counsel retention application (.2) correspondence in support of special counsel retention application with Groombridge team (.2)	0.40
05/10/23	Amanda L. Lindner	Correspondence D. Cahir in support of debtors counsel retention application (.2)	0.20
05/11/23	Amanda L. Lindner	Correspond with E. Lazerowitz re cooley retention application (.4); review documents and prepare draft in support of retention application (1.4); correspond with D. Cahir in support of same (.8)	2.40
05/12/23	Amanda L. Lindner	Correspond with E. Lazerowitz re cooley special counsel retention application (.2); review documents in support of same (.2); review correspondence in support of case update (.1); correspond with E. Lazerowitz re cooley retention application (.1)	0.60



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/12/23	Paul J. Springer	Review Groombridge retention app	0.10
05/12/23	Evan M. Lazerowitz	Finalize GWBS application	2.50
05/15/23	Amanda L. Lindner	Correspondence with E. Min (Province) in support of debtors counsel retention application (.2); review draft in support of same (.1); correspondence with internal team re same (.3)	0.60
05/15/23	Amanda L. Lindner	Correspond with E. Lazerowitz re cooley special counsel retention application (.2)	0.20
05/16/23	Evan M. Lazerowitz	Revise Cooley retention application	0.50
05/17/23	Evan M. Lazerowitz	Revise Cooley retention application	0.30
05/18/23	Amanda L. Lindner	Correspond with Potter team in support of drafting Cooley retention application (.3); correspond with internal team re same (.1)	0.40
05/18/23	Amanda L. Lindner	Review Carnival bidpro and DIP objection (.6); review draft bidpro and dip reply and provide feedback to E. Lazerowitz (1.7); correspond with E. Lazerowitz re same (.1)	2.40
05/23/23	Amanda L. Lindner	Correspond with D. Cahir in support of retention application (.2); correspond with J. Tolin re same (.2); correspond with S. Rabuck re same (.1)	0.50
05/25/23	Amanda L. Lindner	Correspond with J. Carino re employment application (.3); review employment application and supporting documents (.6); correspond with E. Lazerowitz and Potter re same (.3); correspond with C. Speckhart re same (.3)	1.50
05/30/23	Amanda L. Lindner	Review and respond to UST inquiry re retention application (.5); correspond with E. Lazerowitz re same (.3); correspond with Potter re same (.2)	0.90
05/30/23	Evan M. Lazerowitz	Call with K.Good re: Groombridge retention reply	0.50
<b>Task Total:</b>			26.90 23,152.50

**COOLEY FEE APPLICATION**

05/16/23	Amanda L. Lindner	Draft, review, and debtors counsel retention	4.10
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		application (2.2); further revision of same (1.2) correspondence with D. Cahir and E. Lazerowitz re same (.7)		
05/16/23	Amanda L. Lindner	Correspond with internal team in support of drafting Cooley retention application (.2)	0.20	
05/17/23	Amanda L. Lindner	Correspond with internal billing team in support of drafting Cooley retention application (.9); correspond with E. lazerowitz re same (.1); review and further revise retention application (1.7)	2.70	
<b>Task Total:</b>			7.00	4,690.00

#### **COOLEY EMPLOYMENT APPLICATION**

05/05/23	Denise Cahir	Draft Cooley retention application	1.60	
05/08/23	Denise Cahir	Communications with A. Weng re information needed for disclosure in Cooley retention application (0.1); communications with A. Lindner re same (0.1)	0.20	
05/16/23	Denise Cahir	Review draft Cooley retention application in advance of filing (0.4); cross-reference conflicts disclosures (0.3); communications with A. Lindner re same (0.2)	0.90	
<b>Task Total:</b>			2.70	1,026.00

#### **FEE/EMPLOYMENT OBJECTIONS**

05/26/23	Paul J. Springer	Review Carnival objection to Groombridge retention app	0.20	
05/31/23	Paul J. Springer	Review UST objection to Groombridge retention application	0.20	
<b>Task Total:</b>			0.40	494.00

#### **FINANCING AND CASH COLLATERAL**

05/01/23	Xueqing Li	Review DIP term sheet and related documents	0.50	
05/01/23	Paul J. Springer	Correspondence with lender counsel and	0.90	



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Cooley team re DIP mechanics (.4); review UST comments to DIP order (.2); review markup of DIP order in response to same (.3)	
05/02/23	Paul J. Springer	Review correspondence and documents exchanged between UST and lenders re DIP order	0.20
05/02/23	Evan M. Lazerowitz	Call with US Trustee re: DIP order	0.50
05/08/23	Michael Aaron Klein	Review email and confer with EL re: potential DIP lender	0.20
05/08/23	Cullen D. Speckhart	Multiple discussions with internal team and clients re potential considerations relating to invictus and Corbin	2.20
05/10/23	Cullen D. Speckhart	Review transcript of FL proceedings and analysis of related IP matters as pertain to sale process and Invictus credit bid	1.30
05/11/23	Michael Aaron Klein	Review materials and confer with EL and team re: open DIP and sale issues	1.60
05/12/23	Paul J. Springer	Correspondence with E. Lazerowitz re response to potential DIP objection	0.20
05/12/23	Cullen D. Speckhart	Review emails from counsel for Corbin re Infects financing issues	0.50
05/13/23	Evan M. Lazerowitz	Call with counsel to Corbin re: cash collateral	0.70
05/16/23	Evan M. Lazerowitz	Call with counsel to Corbin re: cash collateral	0.50
05/19/23	Paul J. Springer	Review Corbin objection to DIP Motion	0.20
05/22/23	Michael Aaron Klein	Confer with CDS and EL re: DIP objection and potential solutions	0.60
05/23/23	Cullen D. Speckhart	Review and analysis of issues including timing of draws related to potential extension and contested nature of dip proceedings	1.80
05/23/23	Evan M. Lazerowitz	Revise final DIP order in response to Carnival issues	1.40
05/24/23	Cullen D. Speckhart	Prepare for and appear at hearing on DIP motion, follow up with E. Lazerowitz and M. Klein re next steps	3.80
05/25/23	Bryan Y. Liu	Prepare notice of borrowing (.4); conduct correspondence re notice of borrowing (.2)	0.60
05/25/23	Cullen D. Speckhart	Analysis of DIP status and arguments, discuss same with E. Lazerowitz in advance	1.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		of court presentation tomorrow	
05/25/23	Paul J. Springer	Review revised proposed DIP Order	0.20
05/26/23	Bryan Y. Liu	Conduct correspondence re notice of borrowing	0.20
05/30/23	Michael Aaron Klein	Confer with team re: potential adequate protection payments	0.30
05/30/23	Evan M. Lazerowitz	Research re: adequate protection issues	1.40
<b>Task Total:</b>			21.50 30,809.00

**LITIGATION**

05/01/23	Robert L. Eisenbach	Telephone conference with E. Lazerowitz re patent and license issues	0.40
05/01/23	Beth Shrieves	Confer with E. Lazerowitz re background (.5); review case documents re same (1.5)	2.00
05/01/23	Stephen R. Smith	Review and analyze background materials re case and underlying IP litigation(.8); discuss next steps with internal team re same (.3)	1.10
05/03/23	Beth Shrieves	Review Carnival litigation documents	0.60
05/08/23	Evan M. Lazerowitz	Draft stay violation letter to Shoemake	0.30
05/08/23	Cullen D. Speckhart	Emails with R. D'Aversa re relief sought in bankruptcy case	0.30
05/09/23	Evan M. Lazerowitz	Review company materials re: Carnival litigation	0.70
05/12/23	Michael Aaron Klein	Call and follow up re: Disney briefing	1.20
05/12/23	Paul J. Springer	Review Carnival discovery and depo requests/notices (.5); correspondence with E. Lazerowitz re same (.1)	0.60
05/12/23	Beth Shrieves	Review Carnival discovery requests (.5); confer with E. Lazerowitz re same (.5); emails with Cooley re same (.3)	1.30
05/12/23	Stephen R. Smith	Review and analyze background materials re bankruptcy	0.60
05/13/23	Cullen D. Speckhart	Review and analyze communications from Orrick related to Carnival dispute and confer with internal team re strategy for response	3.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/14/23	Michael Aaron Klein	Numerous calls and emails with EL and CDS re: discovery issues, potential DIP objection and case status	1.50
05/14/23	Paul J. Springer	Correspondence with E. Lazerowitz re discovery responses	0.20
05/14/23	Beth Shrieves	Review correspondence with Carnival	0.10
05/15/23	Michael Aaron Klein	Emails and calls re: open discovery issues	0.40
05/15/23	Evan M. Lazerowitz	Review and collect documents ISO Carnival discovery responses	2.30
05/15/23	Evan M. Lazerowitz	Review Carnival discovery demands	1.50
05/15/23	Evan M. Lazerowitz	Call with company re: document requests and Carnival discovery	1.00
05/15/23	Beth Shrieves	Outline discovery responses	1.30
05/15/23	Beth Shrieves	Emails with E. Lazerowitz re discovery requests (1)	1.00
05/15/23	Beth Shrieves	Confer with Groombridge Wu re discovery responses	0.60
05/15/23	Beth Shrieves	Revise draft confidentiality agreement	0.70
05/15/23	Beth Shrieves	Confer with DeCurtis re discovery responses	0.50
05/15/23	Beth Shrieves	Begin organizing documents for production (.5); review same (1)	1.50
05/16/23	Cullen D. Speckhart	Analysis of potential disputes and opportunities for resolution as between debtors and carnival, implications for financing and potential for mediation	2.60
05/16/23	Evan M. Lazerowitz	Revise discovery responses to Carnival RFPs	1.20
05/16/23	Evan M. Lazerowitz	Review Debtors' first document production to Carnival	2.30
05/16/23	Evan M. Lazerowitz	Meet and confer with Carnival	1.00
05/16/23	Beth Shrieves	Emails with Cooley re interrogatory responses	0.40
05/16/23	Beth Shrieves	Confer with opposing counsel re discovery requests	0.50
05/16/23	Beth Shrieves	Serve documents on Carnival	0.30
05/16/23	Beth Shrieves	Review loan documents for production	1.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/16/23	Beth Shrieves	Correspond with e-discovery team re document collection	0.30
05/16/23	Beth Shrieves	Draft discovery responses	3.40
05/16/23	Stephen R. Smith	Prepare for and participate in meet and confer with Carnival (.8); follow-up with internal team re same (.3)	1.10
05/16/23	Larissa Diaz	Prepare production (2.1); email correspondence with B. Shrieves about same (.9)	3.00
05/17/23	Kirk Gill	Kick off call to get important details about the matter in support of document review	0.50
05/17/23	Kirk Gill	Prepare database for potentially relevant electronically stored information for attorney review in support of document review	0.50
05/17/23	Matthew Thompson	Data intake, processing, QC, and release of processed documents in support of document review	0.50
05/17/23	Matthew Thompson	Review, analysis, and discussions in support of document review	0.30
05/17/23	Matthew Thompson	Meeting related to matter status and ongoing requests in support of document review	0.50
05/17/23	Cullen D. Speckhart	Review responses to Carnival requests for information and various discovery items	0.80
05/17/23	Evan M. Lazerowitz	Review and revise Carnival discovery responses	2.30
05/17/23	Evan M. Lazerowitz	Revise discovery letter re: Carnival	0.50
05/17/23	Evan M. Lazerowitz	Call with Invictus re: Carnival discovery	0.70
05/17/23	Evan M. Lazerowitz	Call with S.Smith and B.Shrieves re: Carnival discovery	0.60
05/17/23	Beth Shrieves	Continue reviewing documents for production	2.20
05/17/23	Beth Shrieves	Draft responses to 30(b)(6) notice	2.70
05/17/23	Beth Shrieves	Emails re discovery responses	0.60
05/17/23	Beth Shrieves	Confer with Proskauer re bankruptcy	0.50
05/17/23	Beth Shrieves	Confer with e-discovery team re document productions	0.50
05/17/23	Beth Shrieves	Confer with E. Lazerowitz and S. Smith re	0.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		strategy	
05/17/23	Beth Shrieves	Revise interrogatory responses	1.20
05/18/23	Michael Aaron Klein	Review Carnival pleadings	1.40
05/18/23	Michael Aaron Klein	Emails re: open discovery issues	0.30
05/18/23	Paul J. Springer	Review discovery responses and objections to Carnival discovery requests (.3); review parties' letters to Court re discovery issues (.4)	0.70
05/18/23	Matthew Thompson	Organize and process dat related to matter requests from B. Shrieves	0.50
05/18/23	Matthew Thompson	Review, analysis, and discussions related to matter details, communications, received tasks, and request progress	0.30
05/18/23	Evan M. Lazerowitz	Call with Cooley litigation team and Groombridge re: Carnival discovery	0.60
05/18/23	Beth Shrieves	Emails with e-discovery team re document collection	0.20
05/18/23	Beth Shrieves	Revise interrogatory responses (.8); emails re same (.3)	1.10
05/18/23	Beth Shrieves	Draft letter to court re discovery dispute (1.5); finalize same (.5)	2.00
05/18/23	Beth Shrieves	Confer with S. Smith and E. Lazerowitz re status conference	0.50
05/18/23	Beth Shrieves	Revise responses to requests for production	0.60
05/18/23	Beth Shrieves	Revise responses to 30(b)(6) notice	1.00
05/18/23	Beth Shrieves	Confer with Groombridge Wu re discovery	0.50
05/18/23	Beth Shrieves	Finalize discovery responses (.4); serve same on Carnival (.2)	0.60
05/18/23	Stephen R. Smith	Review and revise objections to discovery requests (.4); analysis re privilege issues (.5); discussions re same with internal Cooley team (1.0)	1.90
05/19/23	Michael Aaron Klein	Review and comment on reply brief	1.90
05/19/23	Michael Aaron Klein	Prep calls and post-hearing calls with team re: status conference and contested matter issues	3.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/19/23	Matthew Thompson	Prepare, QC, and release Relativity workspace and processing prep as requested by B. Shrieves	0.50
05/19/23	Matthew Thompson	RelOne Processing - Data intake, processing, QC, and release of processed documents via RelOne processing module	0.50
05/19/23	Cullen D. Speckhart	Prepare for call with Carnival meet and confer	0.80
05/19/23	Beth Shrieves	Emails with J. Carino re document collection	0.30
05/19/23	Beth Shrieves	Finalize interrogatory responses (1.3); serve same on Carnival (.2)	1.50
05/19/23	Beth Shrieves	Review documents for production (2.2); serve same (.2)	2.40
05/19/23	Beth Shrieves	Attend status conference	1.00
05/19/23	Larissa Diaz	Prepare new production	1.40
05/20/23	Evan M. Lazerowitz	Call with Carnival re: discovery	1.00
05/20/23	Cullen D. Speckhart	Multiple calls and emails re Carnival outstanding issues and pending disputes re litigation and discovery	3.30
05/21/23	Michael Aaron Klein	Review and revise reply brief in response to objection to rejection motion	1.20
05/22/23	Amanda L. Lindner	Attend DeCurtis status conference	0.40
05/22/23	Michael Aaron Klein	Prepare for and attend status conference	0.80
05/22/23	Evan M. Lazerowitz	Review discovery ISO Carnival demands	2.70
05/22/23	Beth Shrieves	Emails with e-discovery team re document database	0.50
05/22/23	Beth Shrieves	Review documents for production	0.70
05/22/23	Stephen R. Smith	Discussions with internal team re common interest and production issues	0.80
05/23/23	Michael Aaron Klein	Prep call for meet and confer with Carnival	0.50
05/23/23	Paul J. Springer	Correspondence with E. Lazerowitz and Potter re witness and exhibit lists (.2); confer with litigation team re discovery responses (.6)	0.80
05/23/23	Cullen D. Speckhart	Multiple calls and emails re mediation and related topics	1.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/23/23	Evan M. Lazerowitz	Review and collect documents ISO Carnival discovery	2.30
05/23/23	Evan M. Lazerowitz	Call with Smith and Shrieves re: prep for discovery call with Carnival	0.50
05/23/23	Evan M. Lazerowitz	Call with counsel to Invictus re: discovery	0.60
05/23/23	Evan M. Lazerowitz	Meet and confer with Carnival	1.10
05/23/23	Evan M. Lazerowitz	Call with S.Smith and B.Shrieves re: discovery (0.3); call with P.Springer and S.Rabuck re: same (0.7)	1.00
05/23/23	Beth Shrieves	Confer internally re discovery	1.00
05/23/23	Beth Shrieves	Organize documents for review database	0.30
05/23/23	Beth Shrieves	Confer with Carnival re discovery issues	1.00
05/23/23	Beth Shrieves	Confer with Proskauer re discovery	0.50
05/23/23	Matthew Thompson	Data intake, processing, QC, and release of processed documents via RelOne processing module in support of data production (.6); prepare internal Relativity production placeholders and update of system fields for utilization in following productions in support of same (.9)	1.50
05/23/23	Matthew Thompson	Prepare and release document request	0.20
05/24/23	Paul J. Springer	Research i/c/w document production (.3); correspondence with B. Shrieves and E. Lazerowitz re same (.2); correspondence with Proskauer and E. Lazerowitz re discovery responses (.2)	0.70
05/24/23	Evan M. Lazerowitz	Review documents ISO Carnival discovery demands	1.90
05/24/23	Beth Shrieves	Emails re document collection (.5); organize database re same (.2)	0.70
05/24/23	Hitesh Patel	Assist case team with set-up of review workspace and data processing	1.00
05/24/23	Stephen R. Smith	Strategy discussions re discovery	0.60
05/24/23	Matthew Thompson	Data intake, processing, QC, and release of processed documents	0.50
05/25/23	Evan M. Lazerowitz	Review discovery potentially produceable documents ISO Carnival discovery response	2.40



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/25/23	Evan M. Lazerowitz	Call with K.Good re mediation (0.1); call with Judge Walrath re: mediation (0.4)	0.50
05/25/23	Paul J. Springer	Draft proposed settlement term sheet (2.2); correspondence with E. Lazerowitz and Company re same (.3)	2.50
05/25/23	Beth Shrieves	Confer with S. Smith re discovery	0.30
05/25/23	Beth Shrieves	Emails re common interest privilege with internal team	0.30
05/25/23	Beth Shrieves	Continue document collection	0.30
05/25/23	Stephen R. Smith	Prepare for meet and confer meeting with internal team (.3); participate in meet and confer (.6); follow up from same (.4)	1.30
05/25/23	Matthew Thompson	Review, analysis, and discussions related to matter details, communications, received tasks, and request progress	0.30
05/25/23	Matthew Thompson	Data intake, processing, QC, and release of processed documents via RelOne processing module	0.50
05/26/23	Evan M. Lazerowitz	Call with Carnival re: discovery	0.70
05/26/23	Beth Shrieves	Begin reviewing emails collected from DeCurtis (2); emails with e-discovery team re same (.5)	2.70
05/26/23	Beth Shrieves	Confer with Carnival re discovery	0.70
05/26/23	Stephen R. Smith	Prepare for and participate in meet and confer with Carnival	1.50
05/26/23	Matthew Thompson	Review, analysis, and discussions related to matter details	0.20
05/26/23	Matthew Thompson	Prepare, QC, and release saved searches in support of document review (.6); review and release analysis of search term reports re same (.2)	0.80
05/26/23	Matthew Thompson	Data intake, processing, QC, and release of processed documents in support of document review	0.50
05/27/23	Cullen D. Speckhart	Discuss status of invictus settlement discussions with E. Lazerowitz	0.60
05/27/23	Paul J. Springer	Revised proposed settlement term sheet (1.3); correspondence with E. Lazerowitz re	1.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		same (.1); correspondence with Debtors' advisors team re same (.1)	
05/28/23	Evan M. Lazerowitz	Call with Smith and Shrieves re: Carnival discovery	0.40
05/28/23	Paul J. Springer	Correspondence with C. Speckhart and E. Lazerowitz re settlement term sheet (.1); revise same (.3); circulate same to Groombridge and Company (.1)	0.50
05/28/23	Beth Shrieves	Confer with S. Smith and E. Lazerowitz re document review (.7); emails re same (.2)	0.90
05/29/23	Paul J. Springer	Revise settlement term sheet (.3); correspondence with E. Lazerowitz, Company, Groombridge, and other advisors re same (.3); collect prior correspondence for production i/c/w Carnival document demands (1.7)	2.30
05/29/23	Beth Shrieves	Emails with e-discovery team re email collection	0.50
05/29/23	Beth Shrieves	Confer with A. Lindner re common interest research	0.50
05/30/23	Amanda L. Lindner	Correspond with B. Shrieves re common interest legal research (.4); perform research in support of same (3.3); further review and revise research (.5) and send to B. Shrieves (.1)	4.30
05/30/23	Philip J. Anton	Assist case team with ESI review, for E. Lazerowitz	0.30
05/30/23	Michael Aaron Klein	Respond to discovery requests	0.30
05/30/23	Paul J. Springer	Revise settlement term sheet per comments received from Company and its advisors (1.5); correspondence with Proskauer re same (.1); revise term sheet per comments from same (.2); further correspondence with Company and E. Lazerowitz re same (.3)	2.10
05/30/23	Beth Shrieves	Draft summary email of discovery responses	0.70
05/30/23	Beth Shrieves	Confer with Carnival and Invictus re discovery	0.70
05/30/23	Beth Shrieves	Review documents for production (3.5); emails with e-discovery team re same (.4)	3.90
05/30/23	Erica J. Richards	Respond to discovery requests	0.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/30/23	Matthew Thompson	Review, analysis, and discussions related to document review	0.50
05/30/23	Matthew Thompson	Workspace preparations for document review	2.00
05/30/23	Matthew Thompson	Prepare network location for document review and transmission	0.50
05/30/23	Matthew Thompson	Meeting related to document review updates with internal Cooley team	0.40
05/30/23	Matthew Thompson	Prepare, QC, and release saved searches to identify potential document review sets as requested by B. Shrieves in support of document review	0.80
05/31/23	Evan M. Lazerowitz	Call with Invictus re: Carnival discovery	0.60
05/31/23	Paul J. Springer	Correspondence with Proskauer, Company, and internal team re finalizing settlement term sheet (.5); correspondence with Carnival counsel re same (.1); review Carnival statement of ownership (.2)	0.80
05/31/23	Beth Shrieves	Correspond with Carnival re confidentiality agreement	0.30
05/31/23	Beth Shrieves	Prepare documents for Proskauer's review	1.00
05/31/23	Beth Shrieves	Review common interest research	0.70
05/31/23	Beth Shrieves	Confer with Groombridge Wu re document production	0.30
05/31/23	Beth Shrieves	Confer with Proskauer re document production	1.00
05/31/23	Beth Shrieves	Review documents for production	3.30
05/31/23	Matthew Thompson	Prepare, QC, and release saved searches related to document review	2.50
05/31/23	Matthew Thompson	Prepare electronically stored information for attorney review per B. Shrieves	0.80
05/31/23	Matthew Thompson	Data intake, processing, QC, and release of processed documents in support of document review	0.50
05/31/23	Matthew Thompson	Prepare network location for secure document download in support of document review	0.20
05/31/23	Matthew Thompson	Prepare, QC, and release saved searches	0.80



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		based on search requests and search term reports as requested by B. Shrieves	
<b>Task Total:</b>			164.60 181,786.50

#### **MEETINGS**

05/09/23	Evan M. Lazerowitz	Call with counsel to Carnival re: bankruptcy case	0.60
05/10/23	Evan M. Lazerowitz	Call with counsel to Virgin	0.80
05/10/23	Evan M. Lazerowitz	Call with counsel to Disney	0.50
05/12/23	Evan M. Lazerowitz	Call with Disney re: case	1.00
05/15/23	Evan M. Lazerowitz	Call with Invictus, Proskauer, and company re: case strategy	2.00
05/16/23	Michael Aaron Klein	Calls and emails re: Carnival discussions and DIP issues	1.50
05/16/23	Evan M. Lazerowitz	Call with K.Good re: case strategy	0.50
05/18/23	Evan M. Lazerowitz	Call with Disney re: case status	0.70
05/19/23	Evan M. Lazerowitz	Call with Disney re: case status	1.00
05/19/23	Evan M. Lazerowitz	Call with Carino, Fournier, and Learish re: case status	1.00
05/19/23	Evan M. Lazerowitz	Call with Proskauer re: mediation	0.40
05/31/23	Evan M. Lazerowitz	Call with counsel to Disney re: case status	0.30
05/31/23	Amanda L. Lindner	Correspond with B. Shrieves re common interest legal research	0.20
<b>Task Total:</b>			10.50 13,048.50

#### **RELIEF FROM STAY PROCEEDINGS**

05/18/23	Paul J. Springer	Analyze Carnival lift stay motion (.8); correspondence with E. Lazerowitz re response to same (.3)	1.10
05/18/23	Evan M. Lazerowitz	Call with S.Rabuck re: Carnival stay relief motion	0.50
05/21/23	Evan M. Lazerowitz	Call with Rabuck re: lift stay reply	0.50
05/22/23	Samuel R. Rabuck	Analyze background information related to	2.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		stay relief issues (.3); analyze Carnival's stay relief motion (1.8); research, analyze case law related to same (.6)	
05/22/23	Evan M. Lazerowitz	Research ISO opp. to stay relief	1.70
05/23/23	Paul J. Springer	Confer with E. Lazerowitz, S. Rabuck and litigation team re lift stay response and related discovery (1.0); correspondence with Groombridge re same (.1)	1.10
05/23/23	Samuel R. Rabuck	Research case law related to objection to Carnival's stay relief motion (.5); analyze MSA (1.5)	2.00
05/23/23	Samuel R. Rabuck	Telephone conference with Cooley team re: preparing objection to Carnival's motion to lift the stay	1.00
05/23/23	Evan M. Lazerowitz	Research ISO objection to lift-stay	1.20
05/24/23	Samuel R. Rabuck	Draft shell objection to Carnival's motion to lift the stay	0.80
05/25/23	Samuel R. Rabuck	Draft objection to Carnival's stay lift motion	1.90
05/25/23	Evan M. Lazerowitz	Call with J.Wu and A.Penfield re: lift-stay	0.70
05/25/23	Paul J. Springer	Confer with Groombridge team re lift stay objection	0.90
05/26/23	Samuel R. Rabuck	Draft objection to Carnival's stay relief motion (1.9); analyze case law cited in stay relief motion to distinguish same (1.3); correspond with Cooley support team re: same (.2)	3.40
05/26/23	Evan M. Lazerowitz	Draft lift-stay opposition	2.10
05/26/23	Paul J. Springer	Review preliminary outline of objection to Carnival lift stay motion	0.30
05/27/23	Samuel R. Rabuck	Revise objection to Carnival's stay relief motion	0.60
05/27/23	Evan M. Lazerowitz	Draft list-stay opposition and declaration	3.50
05/28/23	Samuel R. Rabuck	Correspond with Cooley team re: revisions to objection to Carnival's stay relief motion (.1); analyze same (.2); research case law re: same (.2)	0.50
05/28/23	Evan M. Lazerowitz	Review Carnival litigation ISO lift-stay opp	3.00
05/28/23	Paul J. Springer	Review draft of objection/declaration to	1.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		Carnival lift stay motion		
05/29/23	Samuel R. Rabuck	Revise objection to Carnival's motion for relief from automatic stay	4.40	
05/29/23	Evan M. Lazerowitz	Draft lift-stay opposition	3.50	
05/30/23	Evan M. Lazerowitz	Revise lift-stay opposition and declaration	4.30	
05/30/23	Paul J. Springer	Review Company comments to objection to lift stay motion (.3); review correspondence from Groombridge re same (.1); review revised versions of same (.4)	0.80	
05/30/23	Samuel R. Rabuck	Revise objection to Carnival's stay relief motion	0.50	
05/31/23	Evan M. Lazerowitz	Finalize lift-stay opposition	2.70	
05/31/23	Paul J. Springer	Correspondence with Proskauer re finalizing lift stay objection	0.10	
05/31/23	Samuel R. Rabuck	Revise objection to Carnival's stay relief motion	4.80	
<b>Task Total:</b>			51.60	58,420.50

#### **LEASES AND EXECUTORY CONTRACTS**

05/03/23	Evan M. Lazerowitz	Draft contract assumption motion	1.70
05/03/23	Cullen D. Speckhart	Review talking points for contract counterparties (.8) discuss executory contract matters with E. Lazerowitz and analysis of same (1.2) communicate with client re next steps (.3)	2.30
05/04/23	Michael Aaron Klein	Review motion to assume Virgin contract	0.40
05/08/23	Cullen D. Speckhart	Analysis of several issues relating to executory contracts, emails from A. Troop re Disney, and aspects of existing contractual relationships with Carnival	1.70
05/09/23	Evan M. Lazerowitz	Revise assumption motion	0.50
05/10/23	Paul J. Springer	Review motion to assume Virgin and Disney contracts, including declaration and proposed order (.2); correspondence with E. Lazerowitz re same (.2)	0.40
05/10/23	Cullen D. Speckhart	Analysis of pleadings and considerations	2.20





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		related to Disney assumption and business implications of same		
05/18/23	Robert L. Eisenbach	Analyze rejection issues re Carnival	0.50	
05/18/23	Samuel R. Rabuck	Telephone conference with Cooley team re: reply to rejection motion, declaration in support (.4); follow up conference with E. Lazerowitz re: same (.4); correspond with Potter Anderson team re: same (.1); analyze motion to reject the MSA (.3); correspond with J. Learish re: declaration in support (.3); analyze Carnival's omnibus objection to rejection, DIP, and bidding procedures motions (.8)	2.30	
05/18/23	Paul J. Springer	Confer with E. Lazerowitz and S. Rabuck re reply to rejection motion objection (.3); follow up correspondence with E. Lazerowitz re same (.2)	0.50	
05/19/23	Samuel R. Rabuck	Draft reply in support of the MSA rejection motion (3.5); analyze, comment on reply in support of the bidding procedures and DIP motions (.7)	4.20	
05/20/23	Samuel R. Rabuck	Draft reply in support of the Rejection Motion	2.30	
05/21/23	Samuel R. Rabuck	Revise reply in support of MSA rejection motion (3.2); research case law related to same (.3); correspond with Cooley team re: same (.2); telephone conference with M. Klein re: same (.6)	4.30	
05/21/23	Paul J. Springer	Review reply iso rejection motion	0.20	
<b>Task Total:</b>			23.50	28,355.00

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

05/01/23	Amanda L. Lindner	Attend and take notes at 5/2 hearing preparation call	0.60
05/01/23	Michael Aaron Klein	Intro meetings and multiple confers with team re: first day prep	4.60
05/01/23	Paul J. Springer	All advisor call to prepare for first day hearing (.5); review UST comments to various first day motions (.4); correspondence with Potter and Cooley teams re same (.3)	1.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/01/23	Evan M. Lazerowitz	Prepare for first day hearing	3.20
05/01/23	Evan M. Lazerowitz	Call with Potter team re: first day hearing preparation	0.70
05/01/23	Cullen D. Speckhart	Prepare for first day matters	5.50
05/02/23	Michael Aaron Klein	Prepare for and attend first day hearing	6.50
05/02/23	Amanda L. Lindner	Attend and take notes at 5/2 hearing (2.5); review and revise notes (.7) ; correspond with L. Lazerowitz re hearing (.1); further correspondence with E. Lazerowitz re hearing debrief(.6)	3.90
05/02/23	Paul J. Springer	Review correspondence from UST and turns of proposed orders i/c/w requested first day relief	0.50
05/02/23	Evan M. Lazerowitz	Call with Potter, Province, and company officers re: hearing	0.50
05/02/23	Evan M. Lazerowitz	Prepare for first day hearing	2.00
05/02/23	Evan M. Lazerowitz	Present at first day hearing	2.60
05/02/23	Cullen D. Speckhart	Prepare for and present at first day hearing, follow up with client re same and next steps	8.50
05/02/23	Denise Cahir	Attend first day hearing	2.50
05/17/23	Michael Aaron Klein	Begin preparing for contested hearing	1.20
05/19/23	Amanda L. Lindner	Attend DeCurtis status conference	1.10
05/19/23	Paul J. Springer	Virtual attendance at discovery dispute hearing (partial)	0.70
05/19/23	Evan M. Lazerowitz	Attend status conference	1.10
05/19/23	Denise Cahir	Attend status conference	0.60
05/21/23	Michael Aaron Klein	Calls with all parties re: planning for tomorrow's conference and potential mediation	0.80
05/22/23	Paul J. Springer	Attend virtual status conference continuation on discovery and scheduling disputes	0.40
05/22/23	Cullen D. Speckhart	Prepare for and participate in status conference with bankruptcy court	2.90
05/22/23	Evan M. Lazerowitz	Attend status conference	0.30
05/22/23	Denise Cahir	Communications with E. Lazerowitz re	0.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		preparation for May 24, 2023 hearing	
05/22/23	Denise Cahir	Attend continued status conference	0.40
05/23/23	Michael Aaron Klein	Confers with CDS and EL re: preparation for contested DIP hearing	2.00
05/24/23	Amanda L. Lindner	Attend status conference	1.00
05/24/23	Paul J. Springer	Attend status conference on DIP and Bid Pro matters (partial)	0.40
05/24/23	Evan M. Lazerowitz	Prepare for contested status conference	0.60
05/24/23	Evan M. Lazerowitz	Attend status conference	0.90
05/24/23	Denise Cahir	Register participants for May 26, 2023 hearing	0.20
05/24/23	Denise Cahir	Attend DIP hearing	0.90
05/25/23	Evan M. Lazerowitz	Prepare for contested evidentiary hearing	4.30
05/26/23	Michael Aaron Klein	Attend final DIP hearing	2.40
05/26/23	Cullen D. Speckhart	Discuss DIP hearing, arguments and strategy with E. Lazerowitz (.8) DIP hearing before Judge Stickles (3.7)	4.50
05/26/23	Amanda L. Lindner	Attend (telephonically) status conference 5/26	0.80
05/26/23	Evan M. Lazerowitz	Prepare for contested evidentiary hearing	3.30
05/26/23	Evan M. Lazerowitz	Attend hearing	4.00
05/26/23	Paul J. Springer	Virtually attend hearing on DIP motion	3.00
05/26/23	Denise Cahir	Attend continued DIP hearing (AM and PM sessions)	2.50
05/29/23	Amanda L. Lindner	Correspond with B. Shrieves re common interest legal research (.3)	0.30
<b>Task Total:</b>			83.60 102,332.50

**TAX ISSUES**

05/05/23	Jeffrey J. Tolin	Review and comment on APA (2.1); prepare issues list (.5); review tax memo (2.1)	4.70
05/07/23	Jeffrey J. Tolin	Review and comment on APA (.6); emails regarding same (.2); review markup (.4)	1.20
05/08/23	Jeffrey J. Tolin	Review final APA (.4); emails regarding open	0.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		tax issues with internal team (.1)	
<b>Task Total:</b>			6.40 11,840.00

**Total Fees** **\$750,438.50**

**Fee Summary:**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Jason M. Savich	1395	5.20	7,254.00
Stephen R. Smith	1595	17.70	28,231.50
Aaron D. Binstock	1335	12.50	16,687.50
Gerard D. O'Shea	1310	4.00	5,240.00
Jeffrey J. Tolin	1850	6.40	11,840.00
Cullen D. Speckhart	1600	78.50	125,600.00
Michael Aaron Klein	1335	56.00	74,760.00
Robert L. Eisenbach	1560	.90	1,404.00
Jacquelyn M. Burke	1290	.70	903.00
Stacey A. Bradford	1260	1.60	2,016.00
Erica J. Richards	1260	.20	252.00
Bryan Y. Liu	1250	2.90	3,625.00
Evan M. Lazerowitz	1240	148.40	184,016.00
Beth Shrieves	1080	58.40	63,072.00
Meredith R. Klionsky	1250	16.50	20,625.00
Paul J. Springer	1235	42.20	52,117.00
Xueqing Li	890	3.70	3,293.00
Marquavious A. Strozier	780	43.60	34,008.00
Amanda L. Lindner	670	44.80	30,016.00
Maya S. Rahwanji	995	22.20	22,089.00
Timothy Nguyen	1235	.40	494.00
Samuel R. Rabuck	995	35.70	35,521.50
Denise Cahir	380	43.60	16,568.00
Larissa Diaz	340	4.40	1,496.00
Philip J. Anton	420	.30	126.00
Kirk Gill	420	1.00	420.00
Matthew Thompson	420	16.60	6,972.00
Hitesh Patel	560	3.20	1,792.00

**For costs and disbursements recorded through May 31, 2023 :**



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Federal Express	51.53
Hotels and Meals (Hotels)	328.90
Delaware - Attend DeCurtis Bankruptcy Meeting Delaware	
05/25/2023-05/26/2023	
Evan M. Lazerowitz	

<b>Total Costs</b>	<b>\$380.43</b>
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<b>Total:</b>	<b>\$750,818.93</b>
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June 30, 2023

Joe Carino  
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# REMITTANCE ADVICE

Please include this Remittance Advice with your payment

<b>For services rendered-Invoice No. 2677631:</b>		
Fees	\$	750,438.50
Chargeable costs and disbursements	\$	380.43
<b>Total Due on Current Invoice (USD)</b> . . . . .	<b>\$</b>	<b>750,818.93</b>



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**Invoice Number: 2677631**

**Cooley LLP**  
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